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DECLARATION

As a below-named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name.

I believe I am the original, first and sole inventor (if only one name is listed below) or an original first and joint inventor (if several names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled:

REACTIVE MATERIALS FOR LIMITED PLAY OPTICAL DEVICES AND METHODS OF MAKING SAME

The specification of which was filed on August 29, 2003 as U.S. Application Serial No. 10/651,627.

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose to the United States Patent and Trademark Office all information known to me/us to be material to the patentability as defined in 37 CFR §1.56, including for continuation-in-part applications, material information which became available between the filing date of the prior application and the national or PCT International filing date of the continuation in part application.

I hereby claim foreign priority benefits under 35 U.S.C. §119 (a)-(d) or (f) or §365(b) of any foreign application(s) for patent or inventor's or plant breeder's certificate(s), or §365(a) of any PCT international application which designated at least one country other than the United States of America, listed below, and have also identified below, any foreign application for patent, inventor's or plant breeder's rights certificate(s), or any PCT international application having a filing date before that of the application on which priority is claimed:

COUNTRY	APPLICATION NUMBER	DATE OF FILING (day, month, year)	PRIORITY NOT CLAIMED	CERTIFIED COPY ATTACHED

I hereby claim the benefit under 35 U.S.C. §120 of any United States application(s), or §365(c) of any PCT International application designating the United States of America, listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of 35 U.S.C. §112, I acknowledge the duty to disclose material information as

defined in 37 CFR §1.56 which occurred between the filing date of the prior application and the national or PCT international filing date of this application:

U.S. PARENT APPLICATION OR PCT PARENT NUMBER	PARENT FILING DATE (day, month, year)	STATUS (patent number, pending, abandoned)
U.S. 10/163,474	05 June 2002	Pending

I hereby claim the benefit under 35 U.S.C. §119(e) of any United States provisional application(s) listed below.

APPLICATION NUMBER	FILING DATE (day, month, year)	STATUS (pending, expired)
U.S. 60/415,480	02 October 2002	Expired
U.S. 60/295,903	05 June 2001	Expired

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further, statements were made with the knowledge that willfully false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. §1001 and that all such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of sole or first joint inventor: Edward P. Lindholm

Inventor's signature: Edward P. Lindholm Date: March 17, 2004

Residence: 52 Linden St., Brookline, MA 02445

Citizenship: USA

Post Office Address: _____

Full name of sole or second joint inventor: Louis Cincotta

Inventor's signature: Louis Cincotta Date: March 17, 2004

Residence: 225 River Rd, Andover, MA 01810

Citizenship: USA

Post Office Address: _____

Full name of sole or third joint inventor: Richard A. Minns

Inventor's signature: Richard A. Minns Date: 03/12/2004

Residence: 64 Claremont Ave., Arlington MA 02476-5802

Citizenship: USA

Post Office Address: (Same as Residence)

Full name of sole or fourth joint inventor: Larry Takiff

Inventor's signature: _____ Date: _____

Residence: _____

Citizenship: _____

Post Office Address: _____

Full name of sole or sixth joint inventor: _____

Inventor's signature: _____ Date: _____

Residence: _____

Citizenship: _____

Post Office Address: _____

Full name of sole or seventh joint inventor: _____

Inventor's signature: _____ Date: _____

Residence: _____

Citizenship: _____

Post Office Address: _____

Full name of sole or third joint inventor: Richard A. Minns

Inventor's signature: _____ Date: _____

Residence: _____

Citizenship: _____

Post Office Address: _____

Full name of sole or fourth joint inventor: Larry Takiff

Inventor's signature: Larry Takiff Date: 3/15/04

Residence: 39 Amsden St. Arlington, MA 02474

Citizenship: USA

Post Office Address: Arlington, MA 02474

Full name of sole or sixth joint inventor: _____

Inventor's signature: _____ Date: _____

Residence: _____

Citizenship: _____

Post Office Address: _____

Full name of sole or seventh joint inventor: _____

Inventor's signature: _____ Date: _____

Residence: _____

Citizenship: _____

Post Office Address: _____

ASSIGNMENT

WHEREAS, we, Edward P. Lindholm and Louis Cincotta employed by FLEXPLAY TECHNOLOGIES, INC., ("FLEXPLAY") a corporation organized and existing under the laws of the State of Delaware, having its principal office at 274 Madison Avenue, Suite 701, New York, NY 10016, and Richard A. Minns and Larry Takiff are the inventors of certain new and useful inventions and discoveries; for which application for Letters Patent entitled "REACTIVE MATERIALS FOR LIMITED PLAY OPTICAL DEVICES AND METHODS OF MAKING SAME" was filed with the United States Patent and Trademark Office as U.S. Application Serial No. 10/651,627 on August 29, 2003 and

WHEREAS, FLEXPLAY, together with its successors and assigns is hereinafter called "ASSIGNEE," is desirous of acquiring the title, rights, benefits, and privileges hereinafter recited;

NOW, THEREFORE, for good and valuable consideration furnished by ASSIGNEE to us, receipt and sufficiency of which we hereby acknowledge, we hereby, without reservations:

1. Assign, transfer, and convey to ASSIGNEE our entire right, title, and interest in and to said inventions and discoveries, said applications for Letters Patent, any and all other applications for Letters Patent on said inventions and discoveries in whatsoever countries, including all provisional, nonprovisional, divisional, renewal, substitute, continuation, continuation-in-part, continued prosecution applications, and convention applications based in whole or in part, upon said inventions or discoveries, or upon said applications, and any and all Letters Patents, reissues, reexaminations, and extensions of Letters Patent granted for said inventions and discoveries or upon said applications, and every priority right that is or may be predicated upon, or arise from, said inventions, said discoveries, said applications, and said Letters Patent;
2. Authorize ASSIGNEE to file patent applications in any or all countries on any or all of said inventions and discoveries in my name or in the name of ASSIGNEE or otherwise as ASSIGNEE may deem advisable, under International Conventions or otherwise;
3. Authorize and request the Commissioner of Patents and Trademarks of the United States of America and the empowered officials of all other governments throughout the world to issue or transfer all said Letters Patents to ASSIGNEE, as assignee of the entire right, title, and interest therein or otherwise as ASSIGNEE may direct;
4. Warrant that we have not knowingly conveyed to others any right in said inventions, discoveries, applications, or patents, or any license to use the same, or to make, use, or sell anything embodying or utilizing any of said inventions or discoveries; and that we have good right to assign the same to ASSIGNEE without encumbrance;

5. Bind our heirs, legal representatives, and assigns, as well as ourselves, to do upon ASSIGNEE's request and at ASSIGNEE's expense, but without additional consideration to us or them, all acts reasonably serving to assure that said inventions and discoveries, said patent applications, and said Letters Patents shall be held and enjoyed by ASSIGNEE as fully and entirely as the same could have been held and enjoyed by us, our heirs, legal representative, and assigns if this Assignment had not been made; and particularly to execute and deliver to ASSIGNEE all lawful application documents including petitions, specifications, and oaths, and all assignments, disclaimers, and lawful affidavits in form and substance as may be requested by ASSIGNEE; and to communicate to ASSIGNEE all facts known to us relating to said inventions and discoveries or the history thereof, and to testify as to the same in any court or proceeding; and to furnish ASSIGNEE any and all documents, photographs, models, samples, and other physical exhibits in my control or in the control of our heirs, legal representatives, or assigns which may be useful for establishing the facts of my conceptions, disclosures, and reduction to practice of said inventions and discoveries.

IN TESTIMONY WHEREOF, we have hereunto set our hand and seal.

Date: March 17, 2004 Signature of Inventor: Edward P. Lindholm
Edward P. Lindholm

Witness printed name: LOUIS SIRIGNANO

Witness signature: Louis Sirignano

Witness address: 19 Ossipee Rd

Date: Somerville Mass. 02144

Date: March 17, 2004 Signature of Inventor: Louis Cincotta
Louis Cincotta

Witness printed name: LOUIS SIRIGNANO

Witness signature: Louis Sirignano

Witness address: 19 Ossipee Rd

Date: Somerville, Mass. 02144

Date: Mar. 12, 2004

Signature of Inventor: Richard A. Minns
Richard A. Minns

Witness printed name:

M. Glenn Horner

Witness signature:

M. Glenn Horner

Witness address:

70 Park Street, West Roxbury, MA 02132

Date:

March 15, 2004

Date: _____

Signature of Inventor: _____
Larry Takiff

Witness printed name:

Witness signature:

Witness address:

Date:

Date: _____

Signature of Inventor: _____
Richard A. Minns

Witness printed name: _____

Witness signature: _____

Witness address: _____

Date: _____

Date: 3/15/04

Signature of Inventor: Larry Takiff
Larry Takiff

Witness printed name: _____

Witness signature: _____

Witness address: _____

Date: _____

ADAM JONATHAN AYA
Adam Jonathan A.
39 AMSDEN ST, ARLINGTON, MA 02474
3/15/04